

Annual Meeting of Shareholders - Wednesday, 2 November 2011, at 2:00pm

**SECTION 1: ADMISSION CARD**

Rendezvous Hotel  
Corner Mayoral Drive and Vincent Street, Auckland.

**If you propose to ATTEND the Meeting:**  
Bring this Admission Card, Proxy Form and Voting Instructions/  
Voting Paper intact.

**If you do NOT propose to ATTEND the Meeting but wish to  
be represented by proxy:**

Complete the Proxy Form and Voting Instruction/Voting Paper  
sections below, detach this Admission Card and fold the form  
as indicated, seal and mail it to the Company's Share Registrar  
(see over for mailing/delivery instructions).

Common Shareholder No (CSN):

**TEAR**

**SECTION 2: PROXY FORM (for use if you are unable to attend the meeting)**

Common Shareholder No. (CSN)

No. of Voting Securities

I/We

being a Shareholder/Shareholders of HELLABY HOLDINGS LIMITED

hereby appoint\* \_\_\_\_\_

or, failing him/her \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the 2011 Annual Meeting of Shareholders of the Company to be held on Wednesday 2 November 2011 at the Rendezvous Hotel, corner of Mayoral Drive and Vincent Street, Auckland, New Zealand commencing at 2:00pm and at any adjournment thereof.

\*If you wish, you may appoint as your proxy "The Chairman of the Meeting".

Unless otherwise instructed, the proxy will vote as he or she thinks fit. Should you wish to direct the proxy how to vote, please indicate with a (✓) in the appropriate boxes below.

**SECTION 3: VOTING INSTRUCTIONS/VOTING PAPER**

This part of the form can be used either as voting instructions for a proxy or as a voting paper at the meeting (if a poll is called). This form is to be used to vote as follows on the following resolutions.

		TICK (✓) IN BOX TO RECORD YOUR VOTE			
		IN FAVOUR	AGAINST	PROXY DISCRETION <sup>1</sup>	ABSTAIN <sup>2</sup>
<b>Annual Report:</b>	To receive the report of the directors, the financial statements for the year ended 30 June 2011, and the report of the auditors.*	<input type="checkbox"/>			
<b>Ordinary Business:</b>					
<b>Resolution 1</b>	To re-elect Mr GK Mollard as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	To re-elect Mr SJ Smith as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	To authorise the directors to fix the remuneration and expenses of the auditors for the current year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business:</b>					
<b>Resolution 4</b>	To consider and approve an increase in the Company's available pool of directors fees from \$375,000 to \$475,000, such sum to be distributed as the board determines, and to take effect from 1 October 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*Under the Companies Act 1993 it is not necessary for Shareholders to formally resolve to adopt the Annual Report.

1 If you tick the "Proxy discretion" box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf.

2 If you tick the "Abstain" box for a particular resolution, you are directing your proxy not to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating a majority for that resolution.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature/s \_\_\_\_\_

**Notes:**

- 1 For your vote to be counted, completed proxy forms must be lodged at the office of the Company's Share Registrar, Computershare Investor Services Limited, at either Private Bag 92119, Auckland 1142, New Zealand or at Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand not later than 2:00pm on 31 October 2011.
- 2 A proxy can be any person of the Shareholder's choice and does not have to be a Shareholder. If you wish, you can appoint the Chairman of the Meeting as your proxy. If the form is returned without a direction as to how the proxy shall act on a resolution the proxy will exercise the proxy's discretion as to whether to vote and, if so, how. If a proxy is a "disqualified person" for the purposes of the NZSX Listing Rules in respect of a resolution, neither that proxy nor any of that proxy's associated persons may vote any undirected proxies on that resolution.
3. All joint holders must sign. A corporation may sign under the hand of a duly authorised officer. If the form is signed under power of attorney a certificate of non-revocation must be completed and the power of attorney also forwarded, unless it has already been noted by the Company.

**TEAR**

FreePost Authority Number 2888



NO POSTAGE REQUIRED  
IF POSTED IN NEW ZEALAND

The Share Registrar  
Hellaby Holdings Limited  
C/- Computershare Investor Services Ltd  
Private Bag 92119  
Auckland 1142

**FOLD**

MAILING/DELIVERY INSTRUCTIONS	
1.	<b>If mailing Proxy Form from within New Zealand</b> , use this Proxy Form as a reply paid envelope by following the directions below: i Tear off Admission Card ii Fold along line indicated iii Seal with tape.
2.	<b>If mailing Proxy Form from outside New Zealand</b> , place Proxy Form in an envelope and affix the necessary postage from the country of mailing.  Address to: The Share Registrar Hellaby Holdings Limited C/- Computershare Investor Services Limited Private Bag 92119 Auckland 1142 New Zealand
3.	<b>If delivering Proxy Form by hand or by courier</b> , the physical street address of the Company's Share Registrar is Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand.

**TO MAIL, FOLD AND SEAL WITH TAPE**